

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS
OF BLIMPIE OF CALIFORNIA INC.
Held on February 13, 2007**

The Annual Meeting of the Board of Directors of Blimpie of California, Inc (BOC), a California corporation (the "Company"), was held on Tuesday, February 13, 2007, at approximately 10:30 a.m. eastern standard time, following the Annual Stockholders meeting.

The following members of the Board of Directors of the Company were present

Jeffrey Endervelt
Dora Ricci

Jeffrey Endervelt, Chairman of the Company, called the meeting to order.

The first order of business was the election of Officers:

Upon motion duly made and seconded the following resolution was unanimously adopted:

RESOVED that the following persons are elected officers of this corporation to serve in the capacity designated until their successors have been duly elected and qualified or their earlier resignation, removal from office or death:

President-----Jeffrey Endervelt
Executive Vice President Operations-----Mark Gelish
Vice President Operations-----Ken Silvain
Vice President Franchise Development----Alonza Botta
Treasurer-----Dora Ricci
Secretary-----Dora Ricci

The next order of business was a discussion of the continuation of the sharing of expenses with X2Y1, Inc. and its subsidiaries. At present the corporation is contributing \$12,000 per month to X2Y1 for the sharing of office space, office equipment, administrative expenses, D&O Insurance and E&O insurance and the salaries of Alonzo Botta, Mark Gelish and Dora Ricci.

After a full and complete discussion the following resolution was unanimously adopted:

RESOLVED, that this corporation continue the expense sharing arrangement in place with X2Y1 for the year 2007, and that a detail copy of the expenses being shared be attached to these minutes, and it is further

RESOLVED, that any officer of this corporation is hereby authorized and empowered to execute any and all documents necessary to carry out the purpose hereof.

The next order of business before the Board was a discussion of a bonus to Mr. Endervelt for the year 2006. Whereas, Mr. Endervelt received no salary in 2006 while serving as President of this corporation other than the payment of medical expenses by this corporation on his behalf, and

Whereas, Mr. Endervelt's services are of great value to this corporation it is hereby recommended that Mr. Endervelt receive a \$50,000 bonus for his services to the corporation in 2006.

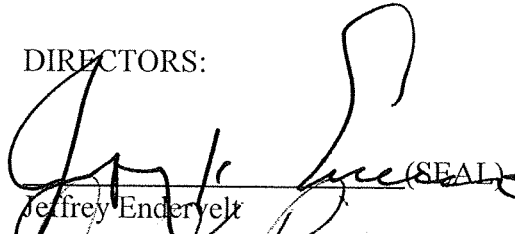
After a full and complete discussion the following resolution was adopted,

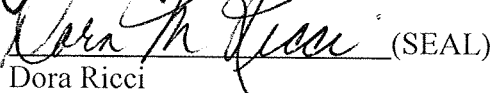
RESOLVED, that this corporation pay a bonus of \$50,000 to Mr. Endervelt for his services in 2006.

Mr. Endervelt while present for the vote did abstained from voting on this matter.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at 11:00 a.m. eastern standard time.

DIRECTORS:

 (SEAL)
Jeffrey Endervelt

 (SEAL)
Dora Ricci

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS
OF BLIMPIE OF CALIFORNIA INC.
Held on June 2, 2006**

At a Regularly scheduled meeting of the Board of Directors of Blimpie of California, Inc (BOC), a California corporation (the "Company"), held on June 2, 2006,

The following members of the Board of Directors of the Company were present

Jeffrey Endervelt
Dora Ricci

Jeffrey Endervelt, Chairman of the Company, called the meeting to order.

The first order of business was the election of Officers:

Upon motion duly made and seconded the following resolution was unanimously adopted:

RESOLVED that the following persons are elected officers of this corporation to serve in the capacity designated until their successors have been duly elected and qualified or their earlier resignation, removal from office or death:

President-----	Jeffrey Endervelt
Executive Vice President Operations-----	Mark Gelish
Vice President Operations-----	Ken Silvain
Vice President Franchise Development-----	Alonza Botta
Treasurer-----	Dora Ricci
Secretary-----	Dora Ricci

The next order of business was a discussion of the sharing of expenses with X2Y1, Inc. and its subsidiaries. At present the corporation is contributing \$12,000 per month to X2Y1 for the sharing of office space, office equipment, administrative expenses, D&O Insurance and E&O insurance and the salaries of Alonzo Botta, Mark Gelish and Dora Ricci.

After a full and complete discussion the following resolution was unanimously adopted:

RESOLVED, that this corporation continues the expense sharing arrangement in place with X2Y1 for the year 2007, and that a detail copy of the expenses being shared be attached to these minutes, and it is further

RESOLVED, that any officer of this corporation is hereby authorized and empowered to execute any and all documents necessary to carry out the purpose hereof.

The next order of business before the Board was a discussion of a salary to Mr. Endervelt for the year 2006. Whereas, Mr. Endervelt received no salary in 2005 while serving as President of this corporation other than the payment of medical expenses by this corporation on his behalf, and

Whereas, Mr. Endervelt recognizes that the company does not presently have the funds to pay him a salary commensurate with his responsibilities, he agrees to continue as President of the Company upon the Company agreeing to pay him a bonus of \$10,000 for 2005 and reimbursing him for all his medical expenses that are not covered by his insurance for any reason whatsoever for 2005 and 2006.

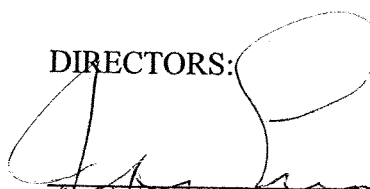
After a full and complete discussion the following resolution was adopted;

RESOLVED, that this corporation pay Mr. Endervelt a bonus of \$10,000 for 2005 and further agrees to reimburse Mr. Endervelt for any and all medical expenses that he may incur that are not covered under his medical insurance policies.

Mr. Endervelt while present for the vote abstained from voting on this matter.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

DIRECTORS:


Jeffrey Endervelt

(SEAL)


Dora Ricci

(SEAL)